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EXECUTIVE SECRETARY  
February 15, 2002

Mr. Bruce H. Mottern  
Director – Revenue and Earnings  
TDS TELECOM  
Suite 230  
9737 Cogdill Road  
Knoxville, TN 37932-3374

00-00026

***RE: Bona Fide Request for Interconnection Negotiations Pursuant to  
Section 251 of the Telecommunications Act of 1996 with TDS  
TELECOM and its subsidiaries in the State of Tennessee.***

Dear Mr. Mottern:

The purpose of this letter is to formalize a US LEC of Tennessee Inc. (US LEC) Bona Fide Request for an interconnection agreement with TDS TELECOM ® (TDS) and its subsidiary companies (Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Inc., Tennessee Telephone Company, Inc., and Tellico Telephone Company, Inc.) in the state of Tennessee. US LEC looks forward to concluding an agreement with TDS addressing the areas of interconnection, access to unbundled elements, and transport and termination of traffic as identified in Sections 251(a) through (c) of the Act. In order to facilitate the discussions between US LEC and TDS, you will find that the enclosed interconnection agreement includes:

1. Interconnection Arrangements

US LEC and TDS should reach efficient and mutually agreeable interconnection arrangements that include non-discriminatory, real-time access to databases, at cost-based rates pursuant to Section 252(d)(1) of the Act, and associated signaling necessary for call routing and completion.

TDS should also make available to US LEC collocation for equipment necessary for interconnection or access to unbundled network elements as contemplated by Section 251(c)(6) of the Act.



2. Meet-Point Billing Arrangements

US LEC would like to establish meet-point billing arrangements with TDS so that it may offer a common transport option to parties purchasing originating and terminating switched access services from US LEC.

3. Reciprocal Compensation

Compensation for traffic exchanged between the networks of US LEC and TDS should allow for the mutual and reciprocal recovery of costs associated with transport and termination as contemplated by Sections 251(b)(5) and 252(d)(2) of the Act.

4. Access to Ancillary Platforms

US LEC seeks access to all ancillary platform arrangements such as 911/E911, Directory Assistance, Directory Listings and Directory Distribution, Transfer of Service Announcement, Coordinated Repair Calls, and Busy Line Verification and Interrupt.

5. Unbundled Elements

US LEC requests nondiscriminatory access to TDS's network elements on an unbundled basis as contemplated by Section 251(c)(3).

6. Number Portability

Until permanent number portability arrangements are available under Section 251(b)(2), US LEC and TDS should provide interim number portability ("INP") options to each other on a competitively neutral basis, in accordance with the FCC's July, 1996 Number Portability Order.

7. Access to Rights-of-Way

US LEC would like access TDS's poles, ducts, conduits, and rights-of-way as needed by US LEC to provide local exchange services.



8. Resale of Local Services

Although not specifically identified in the enclosed interconnection agreement, TDS should make available to US LEC for resale, at wholesale rates as defined in Section 252(d)(3), any telecommunications services currently provided at retail to subscribers who are not telecommunications carriers at such time that US LEC requests negotiations for Resale of telecommunications services.

The suggested topics of negotiations listed above are intended only to assist in establishing an initial framework for interconnection negotiations. US LEC reserves the right to suggest additional or modified arrangements as negotiations proceed.

Basically, US LEC would like to provide local exchange services to customers currently located within TDS's traditional serving areas. Furthermore, we would like to do this in concert with TDS through a fully functional interconnection of our respective networks at a mutually agreeable point (or points) inside TDS's service boundaries in accordance with the terms of the Act.

This is a "Bona-Fide Request" for interconnection pursuant to 47 U.S.C. 251(f)(1)(A). We are therefore providing a copy of the request to the Tennessee Regulatory Authority pursuant to Section 251(f)(1)(A).

All notices or other communication following approval of the agreement should be sent to:

Wanda G. Montano  
Vice President – Regulatory and Industry Affairs  
US LEC Corp.  
Morrocroft III  
6801 Morrison Boulevard  
Charlotte, NC 28211

Copy to: General Counsel  
US LEC Corp.  
Morrocroft III  
6801 Morrison Boulevard  
Charlotte, NC 28211

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Page 4 of 4



During the negotiation process I will be the primary contact and may be reached at the following:

(Telephone) 704.319.1476  
(Facsimile) 704.602.1476  
(E-mail) egriffin@uslec.com

Based upon FedEx's overnight delivery of this letter and interconnection agreement, the 135-day negotiation window begins Monday, February 18, 2002. Upon the receipt of your response we can begin negotiations necessary to finalize the enclosed interconnection agreement in accordance with the terms of the Telecommunications Act of 1996.

Sincerely,

A handwritten signature in black ink, appearing to read "Edward H. Griffin".

Edward H. Griffin  
Manager - ICO and Wireless Interconnect

Enclosure

C: Ms. Wanda G. Montano, w/o enclosure  
Ms. Sumner N. Smith, Esq., w/o enclosure  
Mr. David Waddell, Executive Secretary, TRA, w/o enclosure  
Mr. Henry M. Walker, Esq.